





**Brocade Communications Systems, Inc.****BRCD NASDAQ****Communications Equipment**

Market Capitalization USD:

\$2,119.55 mm**CONCERN LEVEL: AVERAGE**

- 1 The CEO's total remuneration is within the typical market range for the relevant industry and market cap.
- 2 The ratio between the CEO's pay and the median pay of the other named executive officers is 3X or less.
- 3 The CEO's annual cash incentives rose or fell in line with annual performance. 
- 4 The CEO received no more than one annual cash bonus this fiscal year.
- 5 The CEO's equity remuneration reflected the company's share price movement over the last five years.
- 6 The company only pays long-term incentives to the CEO for above median performance against a peer group. 
- 7 The company's dilution from equity incentives is 10 percent or less. 
- 8 Unvested equity lapses when the CEO's employment is terminated. 
- 9 The CEO's potential cash severance payment is capped at two times annual cash remuneration.
- 10 The accrued benefits of the CEO's post-retirement income are within the typical market range for the relevant market cap bracket.

CEO: Michael Klayko**Age: 57****CEO Since: 2005**

	2009	2010	2011
Base Salary	\$726,924	\$744,231	\$760,096
Discretionary Bonus	\$0	\$0	\$0
Annual Cash Incentive	\$2,421,953	\$758,363	\$1,209,529
Benefits and Perquisites	\$0	\$20,341	\$6,855
TOTAL ANNUAL COMPENSATION	\$3,148,877	\$1,522,935	\$1,976,480
Increase in Post-Retirement Benefits	\$0	\$0	\$0
Stock Option Awards	\$2,399,100	\$0	\$0
Stock Awards	\$3,631,181	\$3,281,940	\$2,045,600
TOTAL COMPENSATION	\$10,707,452	\$4,804,875	\$4,022,080
Median of Other Named Executive Officers Total Compensation	\$3,349,145	\$1,689,051	\$1,290,463
Value Realized on Exercise of Stock Option	\$0	\$0	\$215,706
Value Realized on Vesting of Stock	\$71,750	\$6,094,423	\$2,821,495
TOTAL REALIZED EQUITY COMPENSATION	\$71,750	\$6,094,423	\$3,037,201

Proxy Date: 24 Feb 2012

Annual Meeting Date: 12 Apr 2012

Equity Reserves: 31.01%

Stock Option Run Rate: 0.53%

Brocade Communications Systems, Inc.

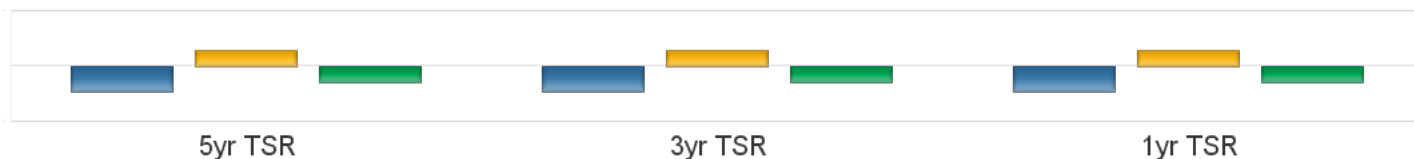
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Performance Comparison

■ vs S&P500 ■ vs Industry ■ BRCD



Peer Comparisons (TRBC) =Communications Equipment

Total Summary CEO Compensation

Ticker	Company Name	2009	2010	2011	Market Cap
BRCD	Brocade Communications Systems, Inc.	\$10,707,452	\$4,804,875	\$4,022,080	\$2,119,549,269
TRMB	Trimble Navigation Limited	\$3,655,538	\$6,348,794		\$4,119,912,455
HRS	Harris Corporation	\$8,598,322	\$10,707,385		\$4,052,632,014
PLCM	Polycom, Inc.	\$2,944,633	\$4,341,868		\$3,249,092,751
RVBD	Riverbed Technology, Inc.	\$3,875,651	\$5,185,183		\$3,101,856,734
APKT	Acme Packet, Inc.	\$1,111,556	\$1,728,592		\$2,832,839,522
JDSU	JDS Uniphase Corporation	\$5,945,954	\$2,317,663		\$2,283,965,037

To insure consistency, peer comparisons are based on a combination of TRBC Industry and Sector classifications and company market caps. Missing peer pay figures for 2011 are due to differences in company filing schedules.

Pay Peer Group

BMC Software, F5 Networks, LAM Research, Synopsys, Broadcom, FLIR Systems, LSI, Tellabs, Cadence Design Systems, JDS Uniphase, NetApp, Teradyne, Ciena, Juniper Networks, Novellus Systems, Trimble Navigation, Citrix Systems, KLA-Tencor, Polycom, VMWare

Performance Peer Group

NA

COMPENSATION COMMITTEE MEMBERS

Director	Membership	Age	Gender	Tenure	Independence
Saniav Vaswani	Chairman	52	Male	8	Outside
David L. House	Member	68	Male	8	Outside Related
L. William Krause	Member	69	Male	8	Outside
Renato A. DiPentima	Member	71	Male	5	Outside

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